

**LATHAM & WATKINS LLP**

Mitchell Seider (MS-4321)  
Jason Sanjana (JS-8695)  
885 Third Avenue  
New York, New York 10022-4802  
Telephone: (212) 906-1200  
Facsimile: (212) 751-4864  
Email: mitchell.seider@lw.com

-and-

Paul Sheridan  
555 Eleventh Street, N.W.  
Suite 1000  
Washington, D.C. 20004-1304  
Telephone: (202) 637-220  
Facsimile: (202) 637-2201

*Attorneys for AIRTEX PRODUCTS, L.P.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re	)	Case No. 09-50026 (REG)
	)	
GENERAL MOTORS CORP., et al.,	)	Chapter 11
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	

---

**LIMITED OBJECTION TO NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND  
ASSIGN CERTAIN EXECUTORY CONTRACTS AND (II) CURE AMOUNTS  
RELATED THERETO**

Airtex Products, L.P. ("Airtex"), a party in interest, files this limited objection and reservation of rights to the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other

Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing (Docket No. 92) (the "Sale Motion") and states as follows:

Airtex is a party to certain executory contracts (the "Contracts") with General Motors Corporation. No cure amount has been listed for Airtex's Contracts on the Contract Website established by Debtors to provide dealers with contract information. However, \$96,575.94 is owed to Airtex under the Contracts. A spreadsheet detailing the additional amounts owed is attached hereto as Exhibit "A" and by this reference made a part hereof. Before any of the Contracts are assumed or assigned by Debtors, the cure amount of \$96,575.94 should be acknowledged by Debtors as due and owing to Airtex.

Airtex reserves its right to supplement this objection with additional legal or factual arguments.

Dated: June 15, 2009

**LATHAM & WATKINS LLP**

/s/ Mitchell Seider

Mitchell Seider (MS-4321)

Jason Sanjana (JS- 8695)

LATHAM & WATKINS LLP

885 Third Avenue

New York, New York

Telephone: (212) 906-1200

Facsimile: (212) 751-4864

mitchell.seider@lw.com

-and-

Paul Sheridan

555 Eleventh Street, N.W.

Suite 1000

Washington, D.C. 20004-1304

Telephone: (202) 637-220

Facsimile: (202) 637-2201

*Attorneys for AIRTEX PRODUCTS, L.P.*

## **EXHIBIT A**

Customer Number	Customer Location	PO Number	Invoice Number	Transaction Date	Due Date	Balance Due	Comments	Class	Days Late
2130	GM North America - A18415	GM 47998	16362660	1/2/2009	3/2/2009	233.04	E-MAILED	Invoice	105
2130	GM North America - A18415	GM 47998	16388059	4/23/2009	6/2/2009	134.40	INV COPY	Invoice	13
2130	General Motors Service Parts OperaA67181	4202916	16390548	5/5/2009	7/2/2009	83.74		Invoice	-17
2130	General Motors Service Parts OperaA67181	4218089	16390554	5/5/2009	7/2/2009	92.55		Invoice	-17
2130	General Motors Service Parts OperaA67181	4234350	16390564	5/5/2009	7/2/2009	83.74		Invoice	-17
2130	General Motors Service Parts OperaA67181	4272797	16391342	5/7/2009	7/2/2009	78.38		Invoice	-17
2130	General Motors Service Parts OperaA67181	4218089	16391406	5/8/2009	7/2/2009	49.50		Invoice	-17
2130	General Motors Service Parts OperaA67181	4326847	16392117	5/12/2009	7/2/2009	167.48		Invoice	-17
2130	General Motors Service Parts OperaA67181	4354052	16392850	5/14/2009	7/2/2009	168.22		Invoice	-17
2130	General Motors Service Parts OperaA67181	4445114	16394318	5/21/2009	7/2/2009	57.59		Invoice	-17
2130	General Motors Service Parts OperaA67181	4473563	16394578	5/22/2009	7/2/2009	83.74		Invoice	-17
2130	General Motors Service Parts OperaA67181	4474034	16394584	5/22/2009	7/2/2009	68.08		Invoice	-17
2130	General Motors Service Parts OperaA67181	4458412	16394600	5/22/2009	7/2/2009	45.68		Invoice	-17
2130	General Motors Service Parts OperaA67181	4459408	16395022	5/26/2009	7/2/2009	57.59		Invoice	-17
2130	General Motors Service Parts OperaA67181	4544975	16396074	5/29/2009	7/2/2009	167.48		Invoice	-17
2130	GM North America - A18415	CN 47998	16389782	5/1/2009	7/2/2009	116.52		Invoice	-17
2130	GM North America - A18415	GM 47998	16389785	5/1/2009	7/2/2009	343.03		Invoice	-17
2130	GM North America - A18415	GM 47998	16391350	5/7/2009	7/2/2009	6,564.00		Invoice	-17
2130	GM North America - A18415	CN 47998	16391354	5/7/2009	7/2/2009	93.70		Invoice	-17
2130	GM North America - A18415	GM 47998	16391356	5/7/2009	7/2/2009	7,239.61		Invoice	-17
2130	GM North America - A18415	GM 47998	16391357	5/7/2009	7/2/2009	268.80		Invoice	-17
2130	GM North America - A18415	GM 47998	16391358	5/7/2009	7/2/2009	75.26		Invoice	-17
2130	GM North America - A18415	GM 47998	16392663	5/14/2009	7/2/2009	114.81		Invoice	-17
2130	GM North America - A18415	GM 47998	16392841	5/14/2009	7/2/2009	41,608.33		Invoice	-17
2130	GM North America - A18415	CN 47998	16392844	5/14/2009	7/2/2009	116.52		Invoice	-17
2130	GM North America - A18415	GM 47998	16392846	5/14/2009	7/2/2009	294.48		Invoice	-17
2130	GM North America - A18415	GM 47998	16392936	5/15/2009	7/2/2009	1,353.56		Invoice	-17
2130	GM North America - A18415	GM 47998	16392939	5/15/2009	7/2/2009	3,469.80		Invoice	-17
2130	GM North America - A18415	GM 47998	16394314	5/21/2009	7/2/2009	14,314.72		Invoice	-17
2130	GM North America - A18415	GM 47998	16394315	5/21/2009	7/2/2009	4,555.32		Invoice	-17
2130	GM North America - A18415	GM 47998	16394327	5/21/2009	7/2/2009	116.52		Invoice	-17
2130	GM North America - A18415	CN 47998	16394595	5/22/2009	7/2/2009	64.23		Invoice	-17
2130	GM North America - A18415	GM 47998	16395700	5/28/2009	7/2/2009	6,429.75		Invoice	-17
2130	GM North America - A18415	CN 47998	16395712	5/28/2009	7/2/2009	2,124.79		Invoice	-17
2130	GM North America - A18415	GM 47998	16395718	5/28/2009	7/2/2009	5,624.46		Invoice	-17
2130	GM North America - A18415	GM 47998	16395723	5/28/2009	7/2/2009	116.52		Invoice	-17
						<b>Cure Amount</b>			
						<b>96,575.94</b>			

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of Airtex Products, L.P.'s Limited Objection to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and (II) Cure Amounts Related Thereto was served on June 15, 2009 automatically through the Court's ECF system to all parties having registered in these Chapter 11 cases under the Court's CM/ECF system, and via overnight Federal Express on the parties identified below:

Debtors:

General Motors Corporation  
Cadillac Building  
30009 Van Dyke Avenue  
Warren, MI 48090-9025  
Attn: Warren Command Center  
Mailcode 480-206-114

Attorneys for Debtors:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
Attn: Harvey R. Miller, Esq.  
Stephen Karotkin, Esq.  
Joseph H. Smolinsky, Esq.

U.S. Treasury:

U.S. Treasury  
1500 Pennsylvania Avenue NW  
Room 2312  
Washington, DC 20220  
Attn: Matthew Feldman, Esq.

Attorneys for Purchaser:

Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281  
Attn: John J. Rapisardi, Esq.

Attorneys for Creditors Committee:

Miller, Johnson, Snell & Cummiskey, PLC

250 Monroe Avenue, N.W., Suite 800  
Grand Rapids, MI 49503  
Attn: Robert D. Wolford, Esq.

Kramer Levin Naftalis & Frankel LLP  
1177 AVENUE OF THE AMERICAS  
New York, NY 10036  
Attn: Gordon Z. Novod, Esq.

Attorneys for Export Development Canada:

Vedder Price, P.C.  
1633 Broadway, 47<sup>th</sup> Floor  
New York, NY 10019  
Attn: Michael J. Edelman, Esq.  
Michael L. Schein, Esq.

U.S. Trustee:

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21<sup>st</sup> Floor  
New York, NY 10004  
Attn: Diana G. Adams, Esq.

DATED: June 15, 2009

**LATHAM & WATKINS LLP**

/s/ Mitchell Seider  
\_\_\_\_\_  
Mitchell Seider (MS-4321)  
LATHAM & WATKINS LLP  
885 Third Avenue  
New York, New York  
Telephone: (212) 906-1200  
Facsimile: (212) 751-4864  
mitchell.seider@lw.com